

RECORDATION NO. 27896-A FILED

APR 01 '10 -8 00 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

April 1, 2010

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Re: RBSAF 98-053

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Assignment (RBSAF 98-053), dated as of March 31, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Lease (98-053) previously filed with the Board under Recordation Number 27896

The names and addresses of the parties to the enclosed document are.

Assignor: RBS Asset Finance, Inc.
71 S. Wacker Drive, 28th Floor
Chicago, IL 60606

Assignee: PNC Equipment Finance, L.L.C.
Two PNC Plaza
620 Liberty Square Avenue
Pittsburgh, PA 15265

Section Chief
April 1, 2010
Page 2

A description of the railroad equipment covered by the enclosed document is:

12 pieces of maintenance of way equipment: 2 Racine DAS Dual Anchor Spreaders DAS-206-08 and DAS-207-08; Racine SAR Clip Applicator - Remover SAR-197-08; Caterpillar CMC-312C Magnet Crane CBA04616; Caterpillar 966-H Front End Loader A6D00736, Caterpillar 950-H Front End Loader K5K00278, Kershaw 38-6 Adzer Cribber 38-186-08, Jackson 3300-S Switch/Chase Tamper 153539, Swingmaster 181-TC Crane Loader 2008181TCL0251 and 3Ditch Witch RT95-M Trencher-Ditchers CMWRT95ME80000208, CMWRT95MC80000209 and CMWRT95MC80000212.

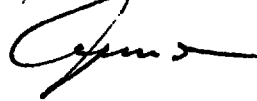
A short summary of the document to appear in the index is:

Memorandum of Lease Assignment (RBSAF 98-053).

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO.

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MEMORANDUM OF LEASE ASSIGNMENT

(RBSAF - No. 98)

SURFACE TRANSPORTATION BOARD

This Memorandum of Lease Assignment, dated as of March 31, 2010, is made by RBS Asset Finance, Inc., a New York corporation ("Assignor") and PNC Equipment Finance, LLC, a Delaware limited liability company ("Assignee").

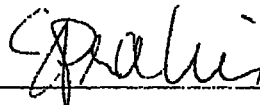
Pursuant to that certain Lease Agreement No. 98, dated as of August 31, 2006 (as amended, supplemented or otherwise modified from time to time, the "Master Lease"), between Assignor and BNSF Railway Company, a Delaware corporation ("Lessee"), Assignor and Lessee have entered into that certain Equipment Schedule No. 053 (as amended, supplemented or otherwise modified from time to time, the "Equipment Schedule"), which Equipment Schedule incorporates all of the terms and conditions of the Master Lease. The Equipment Schedule covers the property described on the attached Exhibit A (the "Equipment").

Assignor has assigned, transferred and conveyed to Assignee all of Assignor's right, title and interest, and all of Assignor's obligations, in, to and under the Equipment Schedule and in and to the Equipment.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease Assignment as of the day and year first written above.

RBS ASSET FINANCE, INC., Assignor

By



Name

Soula PerakisAssistant Vice President

Title:

PNC EQUIPMENT FINANCE, LLC, Assignee

By



Name

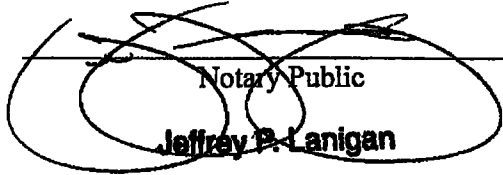
Michael J. ColangeloVice President

Title

State of Illinois)
) ss:
County of Cook)

BEFORE ME, a Notary Public in and for said County and State, personally appeared RBS Asset Finance, Inc., a New York corporation (the "Corporation"), by Soula Perakis, its Assistant Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Corporation, and the free act and deed of the Corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at Chicago, Illinois, this 3/day of March, 2010.


Notary Public
Jeffrey P. Lanigan



State of Pennsylvania)
) ss:
County of Allegheny)

BEFORE ME, a Notary Public in and for said County and State, personally appeared PNC Equipment Finance, LLC, a limited liability company (the "Company"), by Michael J. Colangelo, its Vice President, who acknowledged that he signed the foregoing Memorandum of Lease Assignment and that the same is his free act and deed, individually and as an officer of the Company, and the free act and deed of the Company.

IN TESTIMONY WHEREOF, I have hereunto set my hand and official seal at
Pittsburgh, PA, this 30th day of March, 2010.

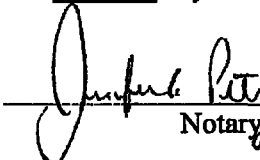

Notary Public
Exp. Date: Aug 16, 2012
COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Jennifer A. Pitzer, Notary Public
City of Pittsburgh, Allegheny County
My Commission Expires Aug 16, 2012
Member, Pennsylvania Association of Notaries

EXHIBIT A
to
MEMORANDUM OF LEASE

1. **Equipment Schedule:** Equipment Schedule No. 053.
2. **Initial Term:** The Initial Term of Equipment Schedule No. 053 is 84 months commencing as of August 1, 2008.
3. **Equipment:** The Equipment covered by Equipment Schedule No. 053 consists of the following described property together with all additions, attachments, accessories and accessions thereto, whether or not furnished by the supplier of the Equipment, any and all substitutions, replacements or exchanges therefor and any and all proceeds (including insurance proceeds) of the foregoing:

<u>Qty</u>	<u>Mfr</u>	<u>Model/ Feature</u>	<u>Description</u>	<u>Serial Number</u>	<u>BNSF Number</u>
1	Jackson	3300-S	Switch Chase/Tamper	153539	X5600259
1	Caterpillar	CMC-312C	Magnet Crane	CBA04616	X6000306
1	Racine	SAR	Clip Applicator- Remover	SAR-197-08	X0100567
1	Ditch Witch	RT95-M	Trencher-Ditcher	CMWRT95MC80000209	X9300146
1	Racine	DAS	Dual Anchor Spreader	DAS-207-08	X0100581
1	Caterpillar	966-H	Front End Loader	A6D00736	X2400549
1	Racine	DAS	Dual Anchor Spreader	DAS-206-08	X0100580
1	Caterpillar	950-H	Front End Loader	K5K00278	X2400547
1	Kershaw	38-6	Adzer Cribber	38-186-08	X0300200
1	Swingmaster	181-TC	Crane Loader	2008181TCL0251	X2400546
1	Ditch Witch	RT95-M	Trencher-Ditcher	CMWRT95ME80000208	X9300145
1	Ditch Witch	RT95-M	Trencher-Ditcher	CMWRT95MC80000212	X9300147

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated

4/10



Robert W. Alvord